

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

LIMETREE BAY SERVICES, LLC, et al.,¹

Debtors.

CHAPTER 11

CASE NO.: 21-32351

(Jointly Administered)

**BAY, LTD.'S
WITNESS AND EXHIBIT LIST
FOR DEBTORS EMERGENCY SALE HEARING ON
DECEMBER 7, 2021 AT P.M. (CENTRAL TIME)²**

Bay, Ltd. ("Bay") files this *Bay, Ltd.'s Witness and Exhibit List for Emergency Sale Hearing on December 7, 2021 at 4:00 p.m. (Central Time)* (the "Witness and Exhibit List") to consider the sale referenced in the *Debtors' Emergency Motion for Entry of Order: (I) Establishing Bidding and Sale Procedures; (II) Approving the Sale of Assets; and (III) Granting Related Relief* [Docket No. 191] (the "Motion") and with a full reservation of rights to supplement this list further pending provision of documents and discovery requests which remain pending, Bay respectfully designates the following initial witnesses and exhibits:

WITNESSES

1. Peter A. Wisniewski
2. Mark Shapiro
3. Steven J. Pully

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Limetree Bay Services, LLC (1866); Limetree Bay Refining Holdings, LLC (1776); Limetree Bay Refining Holdings II, LLC (1815); Limetree Bay Refining, LLC (8671); Limetree Bay Refining Operating, LLC (9067); Limetree Bay Refining Marketing, Services, LLC, 11100 Brittmoore Park Drive, Houston, TX 77041.

² This Witness and Exhibit List is submitted notwithstanding the sale objection deadline is now December 6, 2021 at 5:00 p.m. Central Time. Bay reserves the right to update, supplement and/or amend this Witness and Exhibit List prior to the deadline for objections.

4. Michael O'Hara
5. Any witness designated by any other party; and
6. Any rebuttal or impeachment witnesses.

EXHIBITS

Ex. No.	Description	Mkd.	Off.	Obj.	Adm.	Date
1.	Consent Decree filed on 6-7-11 in case styled <i>United States of America, et al v. Hovensa L.L.C.</i> , Case No. 11-cv-00006 in the District Court of the Virgin Islands, Division of St. Croix					
2.	Refinery Operating Agreement with LOC and related documents: [BDR document indicates Confidential] ³					
	A – Letter of Credit dated 1-11-16 issued by Citibank, N.A. for \$50 million					
	B – Letter dated April 2019 RE – Financial Assurance under Refinery Operating Agreement and Amended and Restated Terminal Operating Agreement					
	C – “Appendix A” – Amended and Restated Terminal Operating Agreement by and Among Virgin Islands and Limetree Bay Terminals, LLC dated 7-2-18					
	D – “Appendix B” – Refinery Operating Agreement by and Among Virgin Islands and Limetree Bay Refining, LLC dated 7-2-18					
3.	Joint Stipulation dated 7-12-21 filed in case styled <i>United States of America v. Limetree Bay Refining, LLC and Limetree Bay Terminals, LLC</i> , Case No. Civ. A. No. 1:21-cv-00264, in the District Court of the Virgin Islands, Division of St. Croix					
4.	Schedules filed on 9-7-21 for Limetree bay Refining Marketing, LLC, Case No. 21-32356 [Docket No. 550]					
5.	Schedules filed on 9-7-21 for Limetree bay Refining, LLC, Case No. 21-32356 [Docket No. 546]					

³ For documents in BDR, it is unclear whether these are subject to confidentiality. Bay submits documents in this list not confidential and be freely available on docket. A request to this effect is made to Debtors.

Ex. No.	Description	Mkd.	Off.	Obj.	Adm.	Date
6.	List of Personal Property Provided to Bay, Ltd. of assets to be sold [BDR document indicates confidential]					
7.	<i>Debtors' Motion to (I) Approve Sales of Goods Free and Clear of All Claims, Liens, and Encumbrances by NRI Industrial Sales, LLC and (II) Approve NRI's Commission for Sales</i> [Docket No. 701]					
8.	Summary of Overlap on Exhibits 6 and 7					
9.	Letter dated 9-24-21 from US Environmental Protection Agency to All Potential Buyers of Limetree Bay Refinery					
10.	Email dated 11-2-21 from B. Salehi to M. Shapiro and F. Cottrell RE: Bay Limited Bid Transmittal Letter, Revised APA, etc. referencing attachments					
11.	Email dated 11-10-21 from F. Cottrell to P. Hughes et al RE: additional categories, we are courting specialized groups interested in these and not designating a stalker on this					
12.	Email dated 11-14-21 from J. Esmont to F. Cottrell, P. Hughes, J. Rose, E. Green, Mark Shapiro and M. Delaney RE: Attaching draft APA comments from Debtors					
13.	Audio recording of hearing held on 11-15-21 [Filed at Docket No. 772]					
14.	Email dated 11-17-21 from B. Salehi to M. Shapiro and F. Cottrell RE: Updated Bay Limited Bid Transmittal Letter, Revised APA, etc. referencing attachments to respond to 11/14/21 comments					
15.	Transcript of Auction held on 11-18-21 [Debtors have not yet provided despite request on 11/30/21]					
16.	Press Release from St. Croix Energy dated 11-18-21 – “St. Croix Energy, LLLP Wins Auction of Limetree Bay Refining Assets”					
17.	<i>The Terminal Entities' Statement and Reservation of Rights Concerning Proposed Sale</i> (Filed By the Terminal Entities, as defined therein) at Docket 822					
18.	Intentionally Omitted See Exhibit 32					

Ex. No.	Description	Mkd.	Off.	Obj.	Adm.	Date
19.	Presentation [including drafts and emails regarding contents and recommendations] to the Debtors' Board regarding the bids [Debtors have not yet provided despite request on 12/1/21]					
20.	Debtors Board minutes and resolution regarding the sale and approvals to SCE [Debtors have not yet provided despite request on 12/1/21]					
21.	Email dated mid day 11-30-21 from P. Hughes to J. Rose and E. Green RE: Concerns over delays and lack of information on post auction deadlines, the status of bids and lack of detailed information					
22.	<i>Notice of (I) Designation of Winning Bid and Back-Up Bids and (II) Sixth Notice of Extension of Milestones and Bid Procedures Deadlines</i> filed in the evening on 11-30-21 with St. Croix APA but lacking (i) schedules to APA and (ii) required Transition Services Agreement for bid to be effective [Docket No. 829]					
23.	St. Croix APA schedules to APA [Debtors have not yet provided despite request on 12/1/21]					
24.	St. Croix's required Transition Services Agreement [Debtors have not yet provided despite request on 12/1/21]					
25.	The due diligence documents conducted by or provided to the Debtors into the financial resources and wherewithal of St. Croix to close (i) the transactions set forth in its bid; (ii) to procure approvals as necessary to restart the refinery; and (iii) to otherwise procure financing as necessary after closing this transaction to restart and operate the refinery. [Debtors have not yet provided despite request on 12/1/21]					
26.	The due diligence conducted by or provided to the Debtors into St. Croix's background, financial capabilities, and ability to procure regulatory and other government approvals, to procure additional financing as needed, and to otherwise restart and operate the refinery. [Debtors have not yet provided despite request on 12/1/21]					

Ex. No.	Description	Mkd.	Off.	Obj.	Adm.	Date
27.	Any and all communications with the U.S. Environmental Protection Agency (EPA) regarding St. Croix's plan to restart the refinery [Debtors have not yet provided despite request on 12/1/21]					
28.	Documents including analyses or proposals relating to any St. Croix future liquidation or dismantlement of the refinery at any time. [Debtors have not yet provided despite request on 12/1/21]					
29.	<i>Notice of Emergency Sale Hearing on December 7, 2021 at 4:00 p.m. Central Time</i> filed on 11-30-21 [Docket No. 830]					
30.	Email dated 11-3-21 from B. Salehi to M. Shapiro and F. Cottrell RE: Supplemental Info per RFP and Schedule 1.2(i)					
31.	Limetree Bay Refinery Actual and Projected Results of Operations and Cash Flows [BDR document indicates confidential]					
32.	Shared Services Systems Agreement by and between Limetree Bay Terminals, LLC and Limetree Bay Refining, LLC, and acknowledged by, Limetree Bay Refining Marketing, LLC dated as of November 30, 2018 [BDR document indicates confidential]					
33.	Any exhibit designated by any other party					
34.	Any pleading or other document filed with the Court on the docket of the above-captioned chapter 11 cases					
35.	Any exhibit necessary to rebut the evidence or testimony of any witness offered or designated by any other party					

Bay reserves the right to ask the Court to take judicial notice of pleadings and transcripts and/or documents filed in or in connection with the Debtors' bankruptcy cases, to offer rebuttal exhibits, and to supplement or amend this Witness and Exhibit List at any time prior to the Sale Hearing. Designation of any exhibit above does not waive any objections Bay may have to any exhibit listed on any other party's exhibit list.

Dated: December 3, 2021

Respectfully submitted,

By: /s/ Patrick L. Hughes

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COUNSEL FOR BAY, LTD

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served by electronic transmission via the Court's ECF system to all parties authorized to receive electronic notice in this case on December 3, 2021.

/s/ Patrick L. Hughes

Patrick L. Hughes